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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE:	)	
	)	
DELPHI CORPORATION, <i>et al.</i> ,	)	CASE NO. 05-44481 (RDD)
	)	(Jointly Administered)
Debtors.	)	Chapter 11

**OBJECTION OF DECATUR PLASTIC PRODUCTS, INC.,**  
**TO ASSUMPTION AND/OR ASSIGNMENT OF EXECUTORY CONTRACT OR**  
**UNEXPIRED LEASE TO PURCHASERS IN CONNECTION WITH SALE OF**  
**INTERIORS AND CLOSURES BUSINESSES**  
**AND**  
**RESPONSE TO NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY**  
**CONTRACT OR UNEXPIRED LEASE TO BE ASSUMED AND ASSIGNED IN**  
**CONNECTION WITH THE SALE OF INTERIORS AND CLOSURES BUSINESSES**

Decatur Plastic Products, Inc. ("Decatur Plastics"), by counsel, for its Objection to Assumption and/or Assignment of Executory Contract or Unexpired Lease to Purchasers in Connection with Sale of Interiors and Closures Businesses and Response to Notice of Cure Amount with Respect to Executory Contract or Unexpired Lease to be Assumed and Assigned in Connection with the Sale of Interiors and Closures Businesses, alleges and states as follows:

1. On October 8 and 14, 2005, Delphi and certain of its subsidiaries and affiliates (collectively the "Debtors") filed voluntary petitions in this Court for relief under Chapter 11 of Title 11, United States Code.

2. On October 15, 2007, Debtors filed an Expedited Motion for Orders under 11 U.S.C. § 363, 365 and 1146 and Federal Rules of Bankruptcy Procedures 2002, 6004, 6006 and 9014 . . . (Docket 10606) (the “Sale Motion”), which seeks to sell substantially all the assets primarily used in the Debtors’ cockpits and interior systems and integrated closure systems businesses.

3. On October 26, 2007, this Court entered an Order approving the bidding procedures related to the Sale Motion and has scheduled a hearing for December 20, 2007, at 10:00 a.m. and established a deadline for objections of December 13, 2007 (the “Sale Order”) (Docket 10732).

4. On Friday, November 16, 2007, at 7:27 p.m., Debtors filed an Assumption and/or Assignment of Executory Contract or Unexpired Lease to Purchasers in Connection with Sale of Interiors and Closures Businesses (Docket 10963) (the “Assumption Notice”) with the Court, and at 6:51 p.m. Debtors filed a Notice of Cure Amount with Respect to Executory Contract or Unexpired Lease to be Assumed and Assigned in Connection with the Sale of Interiors and Closures Businesses (Docket 10962) (the “Cure Notice”) with the Court, both of which Notices were contemplated by the Sale Order. Pursuant to the Sale Order and the terms of the Notices, parties have ten (10) days to respond, to and including November 26, 2007, and, accordingly, this objection is timely filed.

5. Decatur Plastics is and has been a supplier to Delphi Automotive Systems, LLC (“Delphi”), both pre- and post-petition.

6. The relationship between Debtors and Decatur Plastics is governed by a Delphi Corporation Long Term Contract dated February 9, 2004 (the “Long Term Contract”).

7. Pursuant to the Long Term Contract, Decatur Plastics has produced and sold parts to Debtors both pre- and post-petition pursuant to various purchase orders issued from time to time.

8. Purchase orders issued by Debtors to Decatur Plastics are utilized by the parties to implement the terms of the Long Term Contract but constitute no more than a portion of the complete contract between Debtors and Decatur Plastics. The parties' contractual obligations are set forth in the Long Term Contract.

9. The Assumption Notice identifies the following purchase orders between Debtors and Decatur Plastics: 550049066, 550055334, 550056063, 550056154, 550059575, 550070434, 550127304, 550127305, and 550127310.

10. There are three additional purchase orders that have been issued by and between Debtors and Decatur Plastics recently which are not listed in the Assumption Notice. Those purchase orders are 550199177, 550194157 and 550164782 (collectively the "New Purchase Orders"). Those New Purchase Orders have also been issued for the purpose of implementing the Long Term Contract between the parties.

11. Additionally, several of the Purchase Orders which the Debtor seeks to assume and assign, namely Purchase Orders 550056063, 550056154, 550059575 and 550070434, by their terms, have expired because of the end of the time period covered by those Purchase Orders. Additionally, the parts which are the subject of those Purchase Orders are now being produced under different purchase orders, some or all of which are sought to be assumed.

12. Decatur Plastics is not listed in the Cure Notice.

13. Because of the filing of the Cure Notice and Assumption Notice after business hours on Friday, November 16, 2007, and the fact that the Cure Notice was not served upon

Decatur Plastics and the Assumption Notice was served by overnight on Decatur Plastics on November 19, 2007, received November 20, 2007, Decatur Plastics is still researching whether additional purchase orders have been issued and whether any of the other purchase orders listed in the Assumption Notice have been superseded or have expired. Because of the long holiday weekend and the requirement that hard copies be delivered on or before November 26, 2007, the inadvertent effect of the timing has been to allow approximately only two (2) business days for research of those issues.

14. In addition to amounts due under the Long Term Contract and the implementing Purchase Orders (which amount changes on a daily basis because Decatur Plastics continues to produce parts for Debtors), Decatur Plastics has also submitted an obsolete inventory claim in the amount of Twenty-Eight Thousand Nine Hundred Sixty-Two Dollars and Ninety Cents (\$28,962.90) on November 9, 2007 (a copy, redacted to exclude irrelevant and/or confidential information is attached hereto as **Exhibit A**), and an open amortization claim in the amount of Thirty-Five Thousand Seven Hundred Fourteen Dollars and Zero Cents (\$35,714.00) has also been submitted and is currently working through Delphi's change request process.

15. The Long Term Contract provides for the recovery by Decatur Plastics of certain sums in the event of a termination of the contract or certain occurrences by Debtors and is the document under which the purchase orders are issued. Depending on the actions of Debtors or their successor, Decatur Plastics may be owed up to One Million Eight Hundred Thousand Dollars and Zero Cents (\$1,800,000.00) if the Long Term Contract is terminated or not fulfilled.

16. Additionally, Decatur Plastics is owed as of 9:00 A.M. on November 21, 2007, the sum of \$482,418.48 post petition on the purchase orders for shipments invoiced between March 9, 2007, and November 21, 2007. A listing of the Invoice Number, Date and Amount for

the amounts currently due and unpaid is attached hereto as **Exhibit B**. This number, as well as the amount that is inside contract terms or outside such terms changes on a daily basis and Decatur reserves the right to amend or supplement this Objection to add or delete amounts as additional parts are shipped and payments are received.

17. Copies of the Long Term Contract, amendments thereto, the purchase orders, the invoices and other documents referred to herein are available but have not been attached because of Debtors' confidentiality requirements. A list of open purchase orders is attached hereto as **Exhibit C**.

### **Argument**

18. Because the Debtors' Assumption Notice seeks only to assume certain portions of the contract between the Debtors and Decatur Plastics and fails to mention at all the Long Term Contract between the parties which is implemented by the Purchase Orders sought to be assumed, the requested assumption and assignment is improper.

19. Decatur Plastics notes the filing of an objection on a similar basis by SABIC Innovative Plastics U.S. LLC on November 21, 2007, under Docket 11011, and concurs and adopts the citation of authorities set forth in paragraph 10 of that objection. In brief, the cases cited therein which include In re Teligent, Inc., 268 B.R. 723 (Bankr. S.D.N.Y. 2001); Stewart Title Guaranty Co. v. Old Republic Nat'l Title Ins. Co., 83 F.3d 735, 741 (5<sup>th</sup> Cir. 1996); City of Covington v. Covington Landing Ltd. Partnership, 71 F.3d 1221 (6<sup>th</sup> Cir. 1995); In re Nitec Paper Corp., 43 B.R. 492 (S.D.N.Y. 1984); In re Village Rathskeller, Inc., 147 B.R. 665, 671 (Bankr. S.D.N.Y. 1992); In re Adelphia Bus. Solutions, Inc., 322 B.R. 51 (Bankr. S.D.N.Y. 2005); United Air Lines, Inc. v. U.S. Bankr. Trust Nat'l Ass'n (In re UAL Corp.), 346 B.R. 456 (Bankr. N.D. Ill. 2006); and In re Storage Technology Corp., 53 B.R. 471 (Bankr. D. Colo.

1985), demonstrate that an executory contract must be assumed in whole and cannot be assumed in part and rejected in part. Therefore, the Debtors must either assume the entire contract or reject the entire contract. Section 365 of the Bankruptcy Code requires assumption of the entire agreement, and the Debtors here cannot construe the Purchase Orders as separate agreements when they are clearly part and parcel of the underlying Long Term Contract, and the parties to that Long Term Contract have operated both pre- and post-petition in accordance with the terms of that Long Term Contract.

20. Decatur Plastics does not object to an assumption and assignment of its entire Long Term Contract and the implementing Purchase Orders, with the appropriate cure amounts, and assurance of payment of the outstanding post-petition invoices and claims, but objects to any piecemeal assignment and assumption.

21. Section 365 of the Bankruptcy Code also requires that the sums necessary to cure the contract be paid or that adequate assurance of such payment be provided. The Cure Notice does not list Decatur Plastics. Based on the failure to list Decatur Plastics, it can only assume that the Debtors believe the cure amount is zero; and, to that extent, Decatur Plastics objects to the cure amount set forth by the Debtors as sums are owed as set forth above. Decatur Plastics expressly reserves the right to contest any cure amount set forth in any further pleadings filed with the Court by the Debtors.

WHEREFORE, Decatur Plastic Products, Inc., respectfully requests the Court enter an order denying assumption in the manner proposed in the Assumption Notice, and scheduling a hearing on this matter and for all other just and proper relief in the premises.

Respectfully submitted,

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**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the foregoing has been served upon the counsel and parties of record, listed in the attached service list, electronically through the Clerk's ECF system, by electronic mailing or by first class United States Mail, postage prepaid, and to the following parties, via overnight delivery, on the 23<sup>rd</sup> day of November, 2007:

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